

X-MEN  
TM

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THE ALL-NEW, ALL-DIFFERENT

# X-MEN

YOU CAN'T  
STOP ME, X-MEN!  
WEAPON ALPHA  
ALWAYS GETS  
HIS MAN!



WANTED: WOLVERINE  
DEAD OR ALIVE!

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Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, **MUTANTS**—feared and hated by the world they have sworn to protect. These are the **STRANGEST** heroes of all!

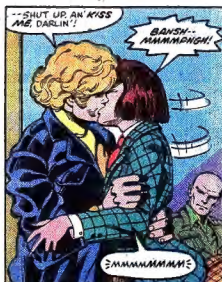
Stan Lee **THE UNCANNY X-MEN!**

CHRIS CLAREMONT \* JOHN BYRNE \* TERRY AUSTIN \* JOE ROSEN, LETTERER \* ARCHIE GOODWIN  
AUTHOR \* ARTIST \* INKER \* ANDY YANCHUS, COLORIST \* EDITOR

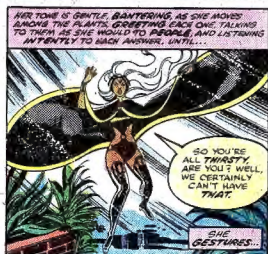
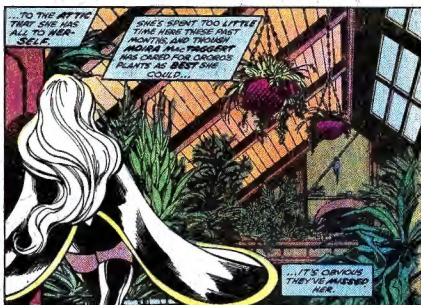


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THE X-MEN SEPARATE QUICKLY, SOME JOINING JEAN GREY'S PARENTS IN THE LIVING ROOM, OTHERS HEADING FOR THEIR RESPECTIVE QUARTERS.



...AND A BREEZE SPRINGS UP FROM NOWHERE, AND WITH THE WIND COMES-- RAIN.



THERE YOU ARE, MY LOVES.

A SUMMER SNOWER, AS REQUESTED. I TRUST YOU'RE ALL GRATEFUL.

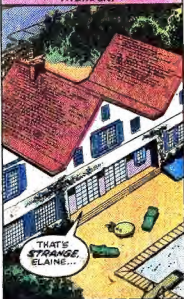


AS A MATTER OF FACT, I THINK I'LL ENJOY IT, TOO.

GODS, THIS FEELS-- MARVELOUS! WE X-MEN HAVE BEEN FIGHTING SO HARD, FOR SO LONG...

...I'D ALMOST FORGOTTEN WHAT IT'S LIKE TO RELAX.

AROUND ORORO--MATCHING HER MOOD--THE SHOWER BUILDS IN INTENSITY, THE ATIC SUDDENL Y IT BY A TINY FLASH OF LIGHTNING, SHAKEN BY THE MUTED GROWL OF THUNDER.



THAT'S STRANGE, ELAINE...

I COULD HAVE SWORN I JUST HEARD THUNDER-- RIGHT OVER-- HEAD--  
-- BUT THERE ISN'T A CLOUD IN THE SKY.

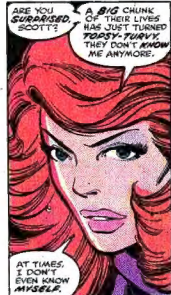


JOHN, FORGET THE WEATHER! I-- WE-- NEED TO TALK TO OUR DAUGHTER.

OH, JOHN-- WHAT'S HAPPENED TO HER?!



THEY LOOK SCARED, STIRR, JEAN--THOUGH THEY'RE HIDING IT WELL.



ARE YOU SURPRISED, SCOTT?

A BIG CHUNK OF THEIR LIVES HAS JUST TURNED TOPSY-TURVY. THEY DON'T KNOW ME ANYMORE.

AT TIMES, I DON'T EVEN KNOW MYSELF.

WITHOUT MEANING TO, HER THOUGHTS DRIFT BACK...

...ACROSS AN ETERNITY OF TIME, AN INFINITY OF SPACE TO A PLANET WITH NO NAME, JUST A FEW MINUTES AFTER THE X-MEN EMERGED TRIUMPHANT FROM THE M'RAAN CRYSTAL.



PHOENIX--WITH THEIR PSYCHIC HELP--HAD SEALED THE ROGUE NEUTRON GALAXY WITHIN ITS STASIS FIELDS. THE UNIVERSE WAS SAFE.

THE X-MEN, HOWEVER, WERE NOT THE IMPERIAL GUARD TRUE TO THEIR EMPEROR'S LAST COMMAND, STOOD POISED TO KILL THEM.

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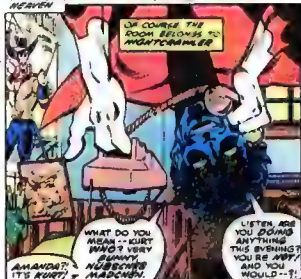
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SCENE SHIFT: UPSTAIRS FROM THE LIVING ROOM AND TO THE RIGHT TO A ROOM THAT'S A FILM BUFF'S IDEA OF HEAVEN



OF COURSE THE ROOM BELONGS TO NIGHTCRAWLER

WHAT DO YOU MEAN "KURT WHO"? VERY BUNNY HUSBAND MADDEN.

LISTEN, ARE YOU DOING ANYTHING THIS EVENING? YOU'RE NOT! AND YOU WOULD--?



WITH THE DECEPTIVE SMILE OF A CHAMPION SWIMMER, NIGHTCRAWLER BACK-FLIPS OVER THE JUNGLE GYM ATTACHED TO HIS GIRLFRIEND...



HE DISAPPEARS.

WHICH IS OUR CUE TO SQUEE DOWN THE HALL TO PETER RASPUTIN'S ROOM



"DEAR MAMA AND PAPA I AM SORRY I HAVE NOT WRITTEN BUT MY FRIENDS AND I WERE BUSY SAYING THE UNIVERSE..."

I GIVE UP! I AM NO GOOD AT LETTERS!



I WOULD RATHER SEE MY PARENTS-- EN?

HELLO FRIEND KURT

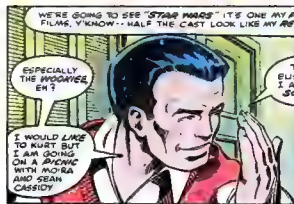
SNIP! SNIP!



GUTEN TAG, YOURSELF PETER I'VE JUST BEEN SPEAKING WITH AMANDA--HER FRIEND GETS-- IS FREE TONIGHT

INTERESTED IN A DOUBLE DATE?

I AM SURPRISED! ELISABETH EVEN REMEMBERS ME



WE'RE GOING TO SEE "STAR WARS" IT'S ONE MY FAVORITE FILMS, Y'KNOW-- HALF THE CAST LOOK LIKE MY RELATIONS

ESPECIALLY THE INDIVIDUAL EN?

I WOULD LIKE TO KURT BUT I AM GOING ON A PICNIC WITH MO'RA AND SEAN CASSIDY

TELL ELISABETH I AM VERY SORRY



THAT I WILL! SEE YOU LATER, ALLIGATOR!



IF ONLY MY FOREBEARS WERE WOOKIEES, PETER, LIFE WOULD HAVE BEEN A LOT LESS NECTIC. UNFORTUNATELY THE WAGNERS WERE ALL **WOMAGE**-LOOKING HUMANS

THAT IS TILL I CAME ALONG

WAS AFT--? SOMEONE'S IN THE LIVING ROOM.

SCOTT!

M NIGHT CRAWLER



AM I INTRUDING MY FRIEND?

AM . NO OF COURSE NOT

I SEE S THAT JEAN OUT IN THE GARDEN?



YES, SHE'S TELLING HER POLICE WHAT **HAPPENED** ABOARD THE **STARCORE SPACE SHUTTLE...**

AND ALL ABOUT HER **TRANSFORMATION** INTO **PHOENIX!**

I'M KAREN "X-30" ARCHER



THEY ARE TAKING IT **HARD.**

WOULDN'T YOU?



MUCH AS YOU'D LIKE IT **OTHERWISE** NIGHTCRAWLER, LIFE ISN'T ALL **SMOOSHBUCKLING** ADVENTURE AND **CIRCUS STUNTS**

I HAVE A NAME **SCOTT KURT WAGNER** REMEMBER?



YOU THINK I'M ALL **FUN-AND-GAMES** MY FRIEND?

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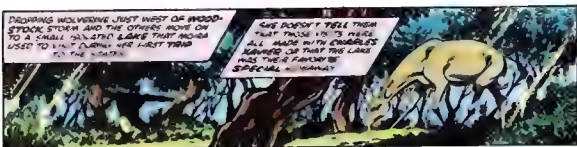
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# X-MAIL

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We'll say one thing, there's never a dull moment on this book. We thought X-MEN #105 was good, but the reader reaction to Phoenix's debut quite frankly blew us away. We received the second greatest number of letters ever sent to the NEW X-MEN and almost all of them loved Phoenix. We could go on—and on, and on—but you'll get the idea from the sampling below.

Dear Chris and Dave,  
WOW!

Elen McMicking  
179 Melville St.  
Dundas, Ontario, Canada L9H 2A9

Dear Marvel,

Well, it took comicdom all of half a decade to do it, but you at Marvel have finally come up with a super-heroine. I mean a *real* super-heroine! Phoenix really cut loose in X-MEN #105, handing out vengeance with a fury and power that would leave the Hulk standing awed. True, Storm has come close to being a super-heroine (closer than any other of the vast multitude of females in comics who purport to be "heroines"), but only Phoenix has reached the bona fide zenith. I like her. I want to read more and more about her.

Donna Cloman  
Greely, CO 80631

Dear Archie, Chris & Dave,

I hate you! I hate you all! Why can't I write such enthralling imaginative super-hero stories, Chris? Dave, why can't I draw with consummate skill and create such beautiful and realistic illusions? Huh? Why? 'Cause I don't try hard enough, probably. I'm too busy buying and reading comics like X-MEN #105, then writing endless letters full of gushing praise for the incredible skill of the writer and artist who continually show how much comics have improved over the years.

Folks, "Phoenix Unleashed," will take some beating! Artwise, Dave, you have excelled yourself. In trying to pick out individual instances of your pictorial genius, I'm stumped. Each page is simply so good it's indescribable! Bob Layton now replaces Sam Grainger as my choice for your inkier. His toning is much like Tom Palmer's, but somehow finer, less rugged. As I said, words fail me, try as I may to plumb the depths of my vocabulary. Keep on scratching, Dave! As for the script and dialogue, I reiterate my previous words, Chris, indescribably magnificent! Phoenix's consternation at the extent of her new powers, Eric the Red's plotting and conniving, Mr. and Mrs. Grey's amazement and anger, all this and more make X-MEN my second favorite Marvel book.

I go now to use myself in my comics collection. And to impatiently await the coming of X-MEN #106. I salute you.

Dale L. Coe  
41 Whitecross Road  
Cheshire, WAs 11R, England

Dear Chris,

Congratulations! After five issues and eight months, you've given us Phoenix. She is the type of super-heroine I've long been waiting for: one who ranks with the bookbusters of Marvel (Hulk, Thor, the Silver Surfer) in sheer power. All the expectations I held since X-MEN #101 have been completely fulfilled. Jean's debut was worth every minute of the wait.

Her visual dynamics are stunning, from the green-and-gleaming-gold of her costume to the fiery silhouette that flares up behind her when she strikes (perhaps not realistic, but drama must be served). The implied changes in her personality are intriguing, from the sheer arrogance displayed when she left Professor X ("I'd better go home... they need someone to keep them out of trouble...") and the cool, collected and self-assured manner in which she reactivated the Star Gate, to the unvoiced worry that her power may corrupt her (a thought she is fully in control and obeyed Professor X instantly). She may have com-

pleted her physical transformation, but her personality is still in flux. I'm trusting you to develop her relationship with Scott, which has always been on the rocks until recently, in a manner both original and fitting to their new reality.

This being a Phoenix solo, the other X-Men weren't much in evidence. But they were in character. I particularly noted the wondering glances that Colossus gave when Phoenix whopped up the Star-Gate. Not a word—but it was *him*. Just as Nightcrawler's acrobatic act was *him*.

From the classic beginning ("Like a Phoenix from the Ashes!") to the equally classic conclusion ("Phoenix Unleashed"), the Death and Resurrection of Jean Grey has been the fulfillment of my greatest hopes: to see a supremely powerful super-heroine emerge. Thank you, Chris, for the Phoenix.

Matthew Kreps  
126/22 Derekh Metzrad  
Beer-Sheva, Israel

Dear Chris, Dave and Archie,

A lot of people took at me funny or make some remark whenever they find out that I read comics. They usually say, "C'mon, you're 21 and a college graduate... Aren't you just a little old for these?" I generally just smile or make some sort of flippant remark, figuring that if I tried to explain they'd only laugh harder. The reason itself, though, is very simple: I love them! They are my relaxation and I find them great fun. I have many favorites, but only one that really stands out, and that is the X-MEN.

Gentlemen, your magazine is the best. The artwork is continually first-rate and, Mr. Claremont, you have a fantastic imagination and story sense.

A case in point would be X-MEN #105. Being a "trekkie" (one of the silent ones), I found that aspect of the story very enjoyable. I truly expected Mr. Spock or Captain Kirk to appear on the starship's "bridge". I also quite enjoyed your's and Dave's brief cameos, as it adds a touch of humor to the story.

This comic has me continually waiting anxiously for the next issue, and my only complaint is the long wait between them.

I guess what I am trying to say is that this magazine has class and quality. I know I will not be disappointed when I buy it. All of you who work on this book deserve standing ovations (or at least a good-sized raise) for coming out with a consistently first-rate magazine.

Thank you so much

Mike Romano  
9035 N. Yale  
Villa Park, IL

**CHRIS REPLIES:** Hey, Mike, if you think people look at you funny, you should see their reactions when they find out you're a 26-year old college graduate who writes comic books! As my grandfather once said: "Okay, so you write comical books, but, Chris—what do you do?" What can you say? It's a living. Something like that, anyway. By the by, to those of you who liked my brief homage to Star Trek—a show I enjoyed—thanks for noticing. To those who misunderstood that brief, subtle compliment, and accused me of cheap-shot plagiarism, it was nothing of the kind. I have too much pride in my work to do that. It was a homage—a gesture of respect and thanks—no more, no less.

**NEXT ISSUE:** Special guest artist Tony DeZuniga steps aboard—to give John Byrne and Terry Austin some badly needed time to get this ferripluggin' book back on schedule—and the X-Men find themselves up against the strangest—and deadliest—foe of their career, the mansion they've come to call their home!





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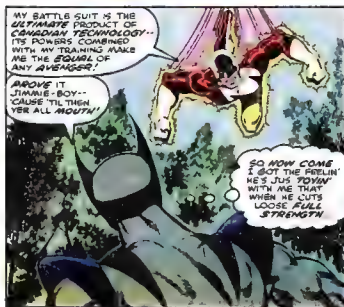
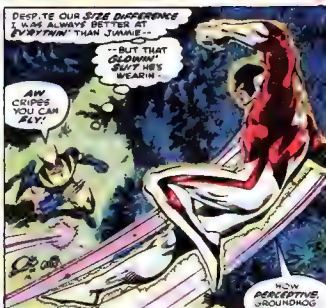
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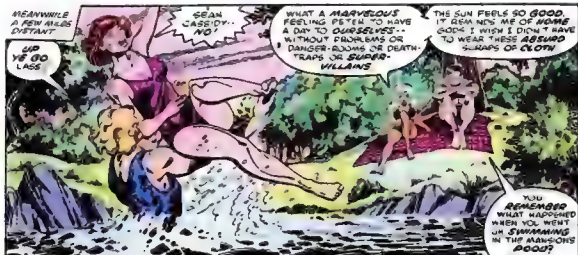
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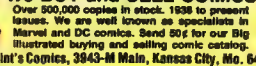
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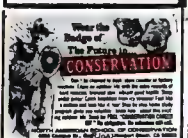
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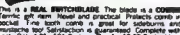
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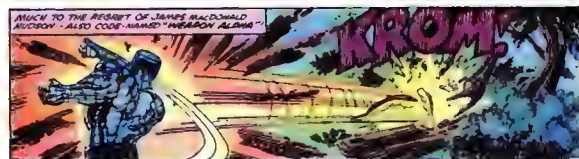
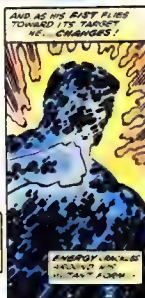
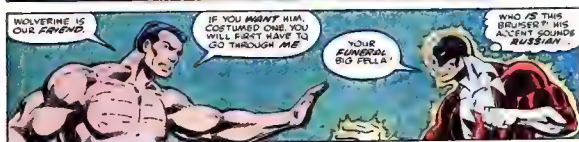
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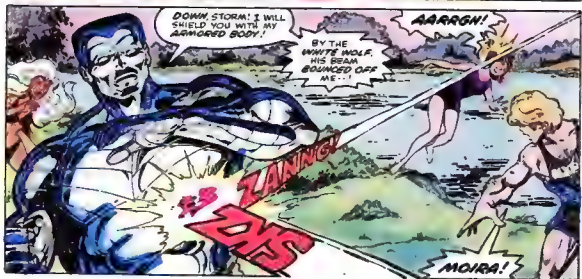
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## STAN LEE'S SOAPBOX™

Hey, culture lovers, here's a Thanksgiving treat for you! I won't try to sell you a single thing anywhere in this column! Instead, I'll let you in on a sense-shattering secret! Ready? Here it is! Even the mighty moguls of Marvel can make a mistake! And the one we made a few issues back is a real cymbal-clanger! If you're the one holdout in all of comicdom who didn't notice it, this is for you. Last August, right here in the comics-spanning Soapbox, I asked you to try to guess what PIZZAZZ was. I figured we'd make a little game out of it and I'd clue you in next ish. But who knew—WHO KNEW—my over-zealous little staff would be putting a big, full-page, full-color AD for PIZZAZZ right on the inside front cover of all those very same mags?!!!! There I was tryin' to tease you, slyly asking you to guess about something that was fully and completely described on a previous page in the same magazine! Talk about having egg all over your face! This time I got the whole chicken! Oh well, weddies expect from a guy who could never remember whether his own character was called Bruce Banner or Bob Banner! Hey, speaking of that, here's another nutty thing that could only happen in the wacky world of Marvel. As you know, Universal Studios just completed a live-action, 2-hour special TV movie of everybody's favorite jolly green giant. (In fact, THE INCREDIBLE HULK may be prime-timing it on the tube by the time you read these unimpeachable words!) Anyway, what do you think they called it? Doc Banner? Bruce? Uh-uh! Bob? Forget it! They decided to name him Dave! What there is about our recalcitrant little rampager that makes it so tough for people to get his name right I'll never know! But there you have it, more living proof that—despite what you've always thought—even the minions of Marvel are sometimes less than perfect! But keep it to yourselves, huh? We'd hate the company to find out that we're merely flesh and blood! Look, in case I'm sounding too humble, don't worry. One of these days, if we ever do something right, I'll tell you about that, too!

Excelsior!

Stan

expecting this—there's MACHINE MAN. If the title's not quite familiar to you, it's because we felt a brand new feature ought to be launched with a brand new name, but Machine Man is most certainly *Master Machine*, whose adventures in the now-defunct 2001 book drew more comment and acclaim than any other stories in that searing science-fiction series. With cyborg super-heroes still rampaging on TV and star-warring robots stealing scenes at motion picture theaters, Jack's mechanized man with the all-too-human feelings ought to be one of his biggest successes yet! For his second title, Jack proves that there's no time or topic he can't bring the distinctive Kirby touch to by taking you into the primitive conflicts of Earth's prehistoric past for the adventures of DAVIL DINOSAUR. We're betting that if you dig our GODZILLA book (and a from cards, letters, and sales reports we've got to conclude that more than a few of you do), this one just has to be your favorite of monstrous mayhem! Both of these bombastals should be burning your eyes in about a month's time, so watch these pages for further announcements!



ITEM! You know one of the things we're most often asked in the pillars of letters you people are good enough to send us is usually something like "Hey! If Thor is trapped by the Cosmic Handreader's Rise-and-Set machine in his own book, how is he able to fight side-by-side with the Vision, Iron Man, and the Scarlet Witch against the Giant Wombats of Fu Manchu in the latest AVENGERS?" Venue as this type of dilemma is to all continuity buffs—and most of the Bullpen counts itself in the forefront of those ranks—there's a reasonably simple explanation, one put forward by STAN THE MAN himself in this very column several years back, which bears repeating every now and then for those of you who dropped in late to the Marvel Universe. Obviously, all of the adventures taking place in all of our various titles are not happening at the same time. What the mighty Thor is doing in his own book—stuck with our example—may be happening before or after what's going on in the AVENGERS. Also, *Marvel* time is not the same as real time. Showing four hours of the Thunder

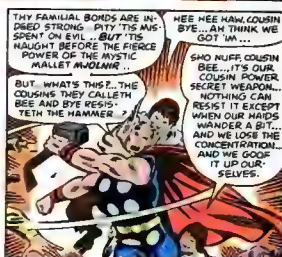
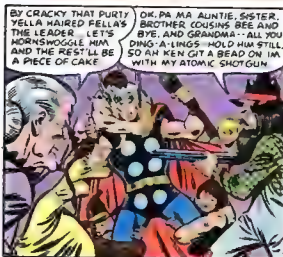
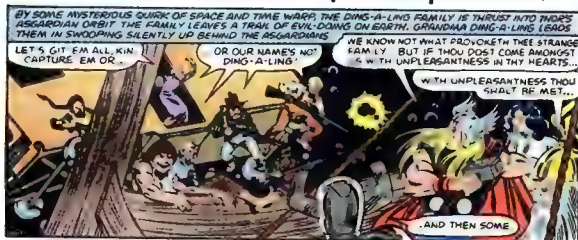
God's admittedly hectic life may take four issues and four months of regular time, so that adds to the continuity confusion and creates situations like having Peter Parker sunning himself in the AMAZING SPIDER-MAN while having a snowball fight in the same month's TEAM-UP or SPECTACULAR SPIDER-MAN. What we try to do is to occasionally leave time gaps between the end of one adventure and the start of another, so that an imaginative and industrious Marvelite can figure "Ahl! The Hulk was in Hothokus, New Jersey when he polished off Orloff the Orthodontist last issue, but this month's mag opens with him kicking sand in a bully's face on Pismo Beach! Getting there probably took him several days. That could explain why he had time to help Nighthawk and Hellcat in the bean eating contest several issues ago in the DEFENDERS!" We think it's one of really fun fringe benefits of being a Marvel fan, and judging from some of the well-worked-out theses that a lot of you keep sending our way, you're in agreement. Try it sometime. . . We may not always agree on the exact course of Marvel history, but trying to plot may be the greatest parlor game since Twenty Questions.

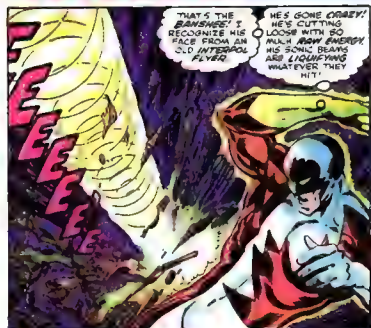
ITEM! We know most of you are probably starting to think about Thanksgiving turkey, but as this is being written there's still a smidgen of Summer left, so we'll bow to the browbeating of the Bullpen Softball Team and inform you that despite a slow start, the titanic team are finishing the season strong with victories over Doubleday Books and rival comics group, Warren Publishing. No small part of these victories have come from such stellar performers as Vaseous VILMA FALCON, who in addition to working in our Subscription Department manages to pitch, hit, and field like a pro, and to devastating DAVIDA LICHTER DALE and Rambler RICK PARKER of art production, who usually carry the beer.

ITEM! Let's close out with a swift parade of piñatas and call your attention to such goodies now available as our \$1.00, 80-page, Giant MAN FROM ATLANTIS comic. This is a special to kick off the series we'll be doing about TV's undersea superstar and offers two bonus-length comics stories plus articles, pin-ups and photos of Mark Harris and Company. When we say this is a big one, we're really being literal! Also, the second in our full-color paperback collectors' editions is out. First was SPIDER-MAN. This time around it's the FANTASTIC FOUR. Another paperback in the Marvel manner is our illustrated version of STAR WARS. If you missed the Treasury Edition or regular monthly mag, here's your chance to make it up, if you've become a Star Wars completist, here's one more item you can't live without. And last, for younger readers and TV cartoon aficionados, this month sees the appearance of the all-new, all original FLINTSTONE'S CHRISTMAS PARTY featuring your favorite Hanna-Barbera characters in a gift-size Treasury book! Look for 'em all. . . and for us in this same spot next time.

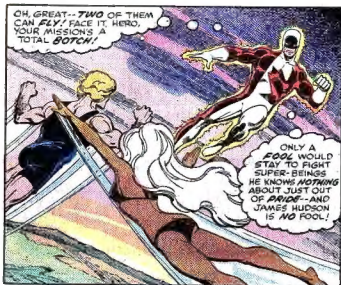
ITEM! Hey, we've been promising and promising to give you the scoop on JACK "King" KIRBY's two new titles just as soon as the time was right. Well, we have first issues on both of them strong with us right now, so the need for secrecy is certainly past. First off—and we'll bet most of you were already

# THOR in "THE DING-A-LING FAMILY"









OH, GREAT-- TWO OF THEM CAN FLY! FACE IT, HERO, YOUR MISSION'S A TOTAL **BOTCH!**

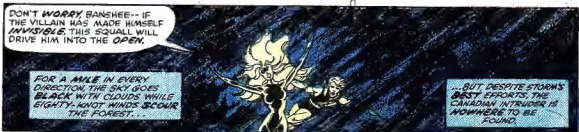
ONLY A **FOOL** WOULD STAY TO FIGHT SUPER-BEINGS HE KNOWS **NOTHING** ABOUT JUST OUT OF **PRIDE**--AND JAMES HUDSON IS NO **FOOL!**



BUT I'LL BE **BACK**, "X-MEN"--ONCE I'VE FOUND OUT **WHO** YOU ALL **ARE!**

AND, NEXT TIME, TO **EQUALIZE** THE ODDS, I'LL BRING **ALPHA FLIGHT** WITH ME!

HE'S **GONE!**



DON'T WORRY, BANSHEE-- IF THE VILLAIN HAS MADE HIMSELF **INVISIBLE**, THIS SQUALL WILL DRIVE HIM INTO THE **OPEN**.

FOR A MILE IN EVERY DIRECTION, THE SKY GOES **BLACK**, WITH CLOUDS WHILE **EIGHTY-KNOT WINDS SCOUR** THE FOREST....

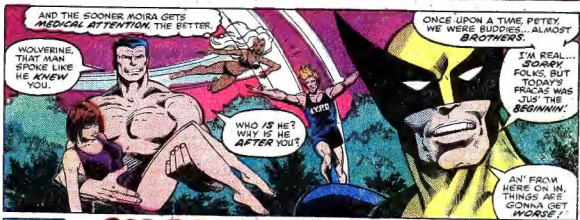
...BUT, DESPITE STORM'S **BEST** EFFORTS, THE **CANADIAN** INTRUDER IS **NOWHERE** TO BE FOUND.



AND SO... C'MON, STORM, WE'RE WASTIN' OUR TIME UP HERE.

I AGREE, MY FRIEND. BANSHEE'S **SIGNALLING** US BACK TO THE LAKE.

I DON'T KNOW **HOW** HE DID IT... BUT I **SENSE** OUR ASSAILANT IS **LONG GONE** FROM HERE.



AND THE SOONER MOIRA GETS **MEDICAL ATTENTION**, THE BETTER.

WOLVERINE, THAT MAN SPOKE LIKE HE **KNEW** YOU.

WHO IS HE? WHY IS HE **AFTER** YOU?

ONCE UPON A TIME, PETEY, WE WERE BUDDIES... ALMOST **BROTHERS**.

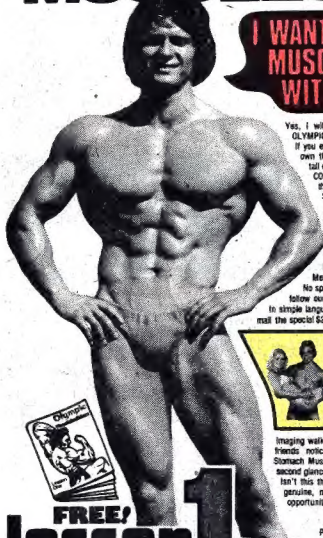
I'M REAL... **SORRY**, FOLKS, BUT TODAY'S FRACAS WAS JUST THE **BEGINNIN'**.

AN' FROM HERE ON IN, THINGS ARE GONNA GET **WORSE!**

# NEXT ISSUE: **SHADOW OF THE GUN!**

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Waist	.....	Waist	.....
Thighs	.....	Thighs	.....
Calves	.....	Calves	.....
Upper Arm	.....	Upper Arm	.....
Forearm	.....	Forearm	.....

BEFORE AFTER

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